

ASSEMBLY, No. 5607

STATE OF NEW JERSEY 218th LEGISLATURE

INTRODUCED JUNE 17, 2019

Sponsored by:

Assemblywoman CAROL A. MURPHY

District 7 (Burlington)

Assemblyman GORDON M. JOHNSON

District 37 (Bergen)

Senator STEPHEN M. SWEENEY

District 3 (Cumberland, Gloucester and Salem)

SYNOPSIS

Provides limited period for dissolution or reinstatement of revoked or inactive business charters using expedited process, allows for payment of reduced administrative fee, and revises certain business filing fees.

CURRENT VERSION OF TEXT

As introduced.



(Sponsorship Updated As Of: 6/21/2019)

1 AN ACT concerning business dissolution and reinstatement
2 processes, amending various parts of the statutory law and
3 making an appropriation.

4
5 **BE IT ENACTED** *by the Senate and General Assembly of the State*
6 *of New Jersey:*

7
8 1. (New section) Notwithstanding the provisions of any law or
9 regulation to the contrary and in addition to the powers of the State
10 Treasurer, the Director of the Division of Revenue and Enterprise
11 Services, and the Director of the Division of Taxation, the State
12 Treasurer shall establish a period not to exceed 180 days in
13 duration, which shall end no later than June 15, 2020, during which
14 a business entity that has had its charter revoked or placed on an
15 inactive list may achieve reinstatement or termination to end its
16 operations in an expedited manner by filing a single application and
17 supporting documentation with the Division of Revenue and
18 Enterprise Services.

19 During the period established by the Treasurer, an eligible
20 business entity applying for expedited reinstatement or dissolution
21 shall attest that it has satisfied any known tax obligations and pay a
22 one-time fee of \$500, but shall not be required to request tax
23 clearance or be liable for additional administrative fees and costs
24 associated with reinstatement or termination of the charter.
25 Payment shall be made in full by a business at the time of applying
26 for expedited reinstatement or dissolution or on or before the last
27 day of the period established by the State Treasurer.

28 The Director of the Division of Revenue and Enterprise Services
29 shall specify the formats and methods for all filings and
30 certifications required pursuant to this section and generally, for all
31 filings and certifications required under the purview of the division.
32 Notwithstanding any provision of the “Administrative Procedure
33 Act” P.L.1968, c.410 (C.52:14B-1 et seq.) to the contrary, the
34 Director of the Division of Revenue and Enterprise Services may
35 adopt immediately upon filing with the Office of Administrative
36 Law any regulations the director deems necessary to implement the
37 provisions of this section, which shall be effective for the duration
38 of the period established by the State Treasurer pursuant to this
39 section.

40 As used in this section, “Business entity” means a corporation,
41 limited liability company, limited liability partnership, limited
42 partnership, domestic limited partnership, or foreign limited
43 partnership, whether organized for-profit or not-for-profit, under the
44 laws of this State or of any other state or foreign jurisdiction.

EXPLANATION – Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted in the law.

Matter underlined thus is new matter.

1 2. N.J.S.14A:4-5 is amended to read as follows:

2 14A:4-5. (1) Every domestic corporation and every foreign
3 corporation authorized to transact business in this State shall file in
4 the Department of the Treasury, within the time prescribed by this
5 section, an annual report, executed on behalf of the corporation, or
6 executed by the registered agent, setting forth:

7 (a) The name of the corporation and, in the case of a foreign
8 corporation, the jurisdiction of its incorporation;

9 (b) The address of the registered office of the corporation in this
10 State, and the name of its registered agent in this State at such
11 address;

12 (c) The names and addresses of the directors and officers of the
13 corporation;

14 (d) (Deleted by amendment, P.L.1988, c.94.)

15 (e) The address of its main business or headquarters office; and

16 (f) The address of its principal business office in New Jersey, if
17 any.

18 (2) The State Treasurer shall designate a date for filing annual
19 reports for each corporation required to submit a report pursuant to
20 this section and shall annually notify the corporation of the date so
21 designated not less than 60 days prior to such date. The corporation
22 shall file the report within 30 days before or 30 days after the date
23 so designated. If the date so designated is not more than six months
24 after the date on which an annual report pursuant to the provisions
25 of prior law was filed or on which the certificate of incorporation
26 became effective, the corporation shall not be required to file an
27 annual report until one year after the first occurrence of the date so
28 designated.

29 (3) (Deleted by amendment, P.L.1997, c.139.)

30 (4) The State Treasurer shall furnish annual report forms, shall
31 keep in his office all such reports and shall prepare an alphabetical
32 index thereof, which reports and index shall be open to public
33 inspection at proper hours.

34 (5) In the event a domestic corporation fails to file an annual
35 report for two consecutive years with the State Treasurer, then, after
36 written notice by certified mail to the corporation at its last known
37 main business or headquarters office or at the address of its
38 registered agent, the State Treasurer may issue a proclamation
39 declaring that the certificate of incorporation of the corporation has
40 been revoked and that all powers conferred by law upon it shall
41 thereafter be inoperative and void. The proclamation of the State
42 Treasurer shall be filed in the office of the State Treasurer. No
43 corporation's certificate of incorporation shall be revoked pursuant
44 to this subsection if, within 30 days after the giving of notice, it
45 files the reports required by law and pays to the State Treasurer all
46 of the fees due for the filing of the reports.

47 (6) In the event a foreign corporation fails to file an annual
48 report for two consecutive years with the State Treasurer, then, after

1 written notice by certified mail to the corporation at its last known
2 main business or headquarters office or at the address of its
3 registered agent, the State Treasurer may issue a proclamation
4 declaring that the certificate of authority to do business of the
5 corporation and the powers conferred by law upon it shall be
6 revoked. The proclamation of the State Treasurer shall be filed in
7 the office of the State Treasurer. No corporation's certificate of
8 authority shall be revoked pursuant to this paragraph if, within 30
9 days after the giving of notice, it files the reports required by law
10 and pays to the State Treasurer all of the fees due for the filing of
11 the reports.

12 (7) If the certificate of incorporation of a domestic corporation
13 or a certificate of authority of a foreign corporation has been
14 revoked by proclamation, the certificate shall be reinstated by
15 proclamation of the State Treasurer upon: (a) payment by the
16 corporation of all fees due to the State Treasurer, consisting of a
17 reinstatement filing fee of \$75.00, tax clearance filing fee of \$20,
18 current annual report fee, and all delinquent annual report
19 fees~~], and a reinstatement assessment of \$200~~]; and (b)
20 certification of the Director of the Division of Taxation that no
21 cause exists for revocation of the corporation's certificate of
22 incorporation or certificate of authority pursuant to R.S.54:11-2 if
23 the reinstatement request is filed two or more years after the
24 revocation action. The reinstatement relates back to the date of
25 issuance of the proclamation revoking the certificate of
26 incorporation or the certificate of authority and shall validate all
27 actions taken in the interim. In the event that in the interim the
28 corporate name has become unavailable, the State Treasurer shall
29 issue the certificate upon, in the case of a domestic corporation, the
30 filing of an amendment to its certificate of incorporation to change
31 the corporate name to an available name, and, in the case of a
32 foreign corporation, the filing of an amended certificate of authority
33 adopting an assumed name. The State Treasurer shall provide the
34 forms necessary to effect annual report reinstatements.

35 (cf: P.L.2002, c.34, s.22)

36

37 3. N.J.S.14A:15-2 is amended to read as follows:

38 14A:15-2. On filing any certificate or other papers relative to
39 corporations in the Department of the Treasury, there shall be paid
40 to the State Treasurer, filing fees as follows:

41 (1) Certificate of incorporation and amendments thereto:

42 (a) for filing the original certificate of incorporation.....
43 \$125.00

44 (b) for filing a certificate of amendment of the certificate of
45 incorporation, including any number of amendments..... \$75.00

46 (c) for filing a certificate of abandonment of one or more
47 amendments of the certificate of incorporation..... \$75.00

- 1 (d) for filing a certificate of merger or a certificate of
2 consolidation.....\$75.00
- 3 (e) for filing a certificate of abandonment of a merger or
4 consolidation.....\$75.00
- 5 (2) Restated certificate of incorporation:
6 for filing a restated certificate of incorporation, including any
7 amendments of the certificate of incorporation concurrently
8 adopted.....\$75.00
- 9 (3) Dissolution of corporation:
10 (a) for filing a certificate of dissolution.....\$75.00
11 (b) for filing a certificate of revocation of dissolution
12 proceedings.....\$75.00
- 13 (4) Admission and withdrawal of foreign corporation:
14 (a) for filing an application for a certificate of authority to
15 transact business in this State and issuing a certificate of
16 authority.....\$125.00
17 (b) for filing an application for an amended certificate of
18 authority to transact business in this State and issuing an amended
19 certificate of authority.....\$75.00
20 (c) for filing an application for withdrawal from this State and
21 issuing a certificate of withdrawal.....\$75.00
22 (d) for filing a certificate of change of post-office address to
23 which process may be mailed by the State Treasurer.....\$25.00
24 (e) for filing a certificate, order or decree with respect to the
25 dissolution of a foreign corporation, the termination of its existence,
26 or the cancellation of its authority, and issuing a certificate of
27 withdrawal.....\$75.00
- 28 (5) Registered office and registered agent:
29 (a) for filing a certificate of change of address of registered
30 office, or change of registered agent, or both.....\$25.00
31 (b) (i) for filing a certificate of change of address of registered
32 agent, where such certificate effects a change in the address of the
33 registered office of one to 499 corporations or of 500 or more
34 corporations in cases where the filing information is not transmitted
35 to the State Treasurer in a machine readable format agreeable to the
36 Division of Commercial Recording, for each corporation named in
37 the certificate.....\$25.00
38 (ii) for filing a certificate of change of address of registered
39 agent, where such certificate effects a change in the address of the
40 registered office of 500 or more corporations in cases where the
41 filing information is transmitted to the State Treasurer in a machine
42 readable format agreeable to the Division of Commercial
43 Recording.....\$5,000.00
44 (iii) In addition to the fee imposed pursuant to subparagraph (ii)
45 of this paragraph, the State Treasurer may assess an additional fee
46 not to exceed those administrative costs associated with the
47 technical transmission of the filing information.

1 (c) for filing an affidavit of resignation of a registered
2 agent..... \$25.00

3 (6) Annual report:
4 for each such report required to be filed **【50.00】** \$75.00

5 (7) Tax clearance certificate from the Director of the Division of
6 Taxation: for each such certificate required to be filed..... \$20.00
7 (cf: P.L.2002, c.34, s.20)

8

9 4. N.J.S.15A:4-5 is amended to read as follows:

10 15A:4-5. a. Every domestic corporation and every foreign
11 corporation authorized to conduct activities in this State shall file in
12 the office of the **【Secretary of State】** State Treasurer, within the
13 time prescribed by this section, an annual report, executed on behalf
14 of the corporation, setting forth:

15 (1) the name of the corporation and, in the case of a foreign
16 corporation, the jurisdiction of its incorporation;

17 (2) the address, including the actual location as well as postal
18 designation, if different, of the registered office of the corporation
19 in this State, and the name of its registered agent in this State at that
20 address, and, if a foreign corporation, the address of its main or
21 headquarters office; and

22 (3) the names and addresses of the trustees and the officers of
23 the corporation, which addresses shall be either the residence
24 address of that person or other address where that person regularly
25 receives mail and which is not the address of the corporation.

26 b. The **【Secretary of State】** State Treasurer shall designate a
27 date for filing annual reports for each corporation required to
28 submit a report pursuant to this section and shall annually notify the
29 corporation of the date so designated not less than 60 days prior to
30 that date. The corporation shall file the report within 30 days
31 before or within 30 days after the date so designated. If the date so
32 designated is not more than six months after the date on which an
33 annual report pursuant to the provisions of prior law was filed or on
34 which the certificate of incorporation became effective, the
35 corporation shall not be required to file an annual report until one
36 year after the first occurrence of the date so designated.

37 c. If the report is not filed for two consecutive years, the
38 certificate of incorporation of the corporation or the certificate of
39 authority of a foreign corporation shall, after written demand for the
40 reports by the **【Secretary of State】** State Treasurer by certified mail
41 addressed to the corporation at the last address appearing of record
42 in the office of the **【Secretary of State】** State Treasurer, be revoked
43 for the failure to file reports. No corporation shall be subject to the
44 revocation of its certificate of incorporation or its certificate of
45 authority if it shall, within 60 days after the written demand, file the
46 reports required by law and pay to the **【Secretary of State】** State
47 Treasurer the fee provided by law for the filing of each report.

1 Any corporation having its certificate of incorporation or its
2 certificate of authority revoked may cause a reinstatement of the
3 certificate upon payment to the **【Secretary of State】** State Treasurer
4 of: the fee then payable upon the filing of the certificate of
5 incorporation; a current annual report fee; and payment of a
6 reinstatement filing assessment as set forth in N.J.S. 15A:15-1. The
7 reinstatement relates back to the date of issuance of the
8 proclamation revoking the certificate of incorporation or the
9 certificate of authority and shall validate all actions taken in the
10 interim. In the event that in the interim the corporate name has
11 become unavailable, the **【Secretary of State】** State Treasurer shall
12 issue the certificate upon, in the case of a domestic corporation, the
13 filing of an amendment to its certificate of incorporation to change
14 the corporate name to an available name, and, in the case of a
15 foreign corporation, the filing of an amended certificate of authority
16 adopting an alternate name. The **【Secretary of State】** State
17 Treasurer shall provide the forms necessary to effect annual report
18 reinstatements.

19 d. The **【Secretary of State】** State Treasurer shall furnish annual
20 report forms, shall keep all the reports and shall prepare an
21 alphabetical index thereof. The reports and index shall be open to
22 public inspection at proper hours.

23 (cf: P.L.1997, c.138, s.2)

24

25 5. N.J.S.15A:15-1 is amended to read as follows:

26 15A:15-1. Filing Fees of the State Treasurer. On filing any
27 certificate or other papers relative to corporations in the Department
28 of the Treasury, there shall be paid to the State Treasurer filing fees
29 as follows:

30 a. Certificate of incorporation and amendments thereto:

31 (1) for filing the original certificate of incorporation..... \$75.00

32 (2) for filing a certificate of amendment of the certificate of
33 incorporation including any number of amendments..... \$75.00

34 (3) for filing a certificate of abandonment of one or more
35 amendments of the certificate of incorporation..... \$75.00

36 (4) for filing a certificate of merger or a certificate of
37 consolidation..... \$75.00

38 (5) for filing a certificate of abandonment of a merger or
39 consolidation..... \$75.00

40 b. Restated certificate of incorporation:

41 for filing a restated certificate of incorporation including any
42 amendments of the certificate of incorporation concurrently
43 adopted..... \$75.00

44 c. Dissolution of corporation:

45 (1) for filing a certificate of dissolution..... \$75.00

46 (2) for filing a certificate of revocation of dissolution
47 proceedings..... \$75.00

48 d. Admission and withdrawal of foreign corporation:

- 1 (1) for filing an application for a certificate of authority to
2 conduct activities in this State and issuing a certificate of
3 authority..... \$125.00
- 4 (2) for filing an application for an amended certificate of
5 authority to conduct activities in this State and issuing an amended
6 certificate of authority..... \$75.00
- 7 (3) for filing an application for withdrawal from this State and
8 issuing a certificate of withdrawal..... \$75.00
- 9 (4) for filing a certificate of change of post office address to
10 which process may be mailed by the State Treasurer..... \$25.00
- 11 (5) for filing a certificate, order or decree with respect to the
12 dissolution of a foreign corporation, the termination of its existence,
13 or the cancellation of its authority, and issuing a certificate of
14 withdrawal..... \$75.00
- 15 e. Registered office and registered agent:
- 16 (1) for filing a certificate of change of address of registered
17 office, or change of registered agent or both..... \$25.00
- 18 (2) for filing a certificate of change of address of registered
19 agent where such certificate effects a change in the address of the
20 registered office of one or more corporations, for each corporation
21 named in the certificate..... \$25.00
- 22 (3) for filing an affidavit of resignation of a registered
23 agent..... \$25.00
- 24 f. Annual report:
- 25 for each such report required to be filed **[\$25.00]** \$30.00
- 26 g. Reinstatement filing assessment:
- 27 payment of a reinstatement filing assessment..... \$75.00.
- 28 (cf: P.L.2002, c.34, s.23)
- 29
- 30 6. Section 49 of P.L.2000, c.161 (C.42:1A-49) is amended to
31 read as follows:
- 32 49. a. A limited liability partnership, and a foreign limited
33 liability partnership authorized to transact business in this State,
34 shall file an annual report in the office of the Division of
35 Commercial Recording in the Department of the Treasury which
36 contains:
- 37 (1) the name of the limited liability partnership and the state or
38 other jurisdiction under whose laws the foreign limited liability
39 partnership is formed;
- 40 (2) the street address of the partnership's chief executive office
41 and, if different, the street address of an office of the partnership in
42 this State, if any; and
- 43 (3) if the partnership does not have an office in this State, the
44 name and street address of the partnership's current agent for
45 service of process.
- 46 b. An annual report shall be filed each year following the
47 calendar year in which a partnership files a statement of

1 qualification or a foreign partnership becomes authorized to transact
2 business in this State.

3 c. The State Treasurer may revoke the statement of
4 qualification of a partnership that fails to file an annual report when
5 due or pay the required filing fee. To do so, the State Treasurer
6 shall provide the partnership at least 60 days' written notice of
7 intent to revoke the statement. The notice shall be mailed to the
8 partnership at its chief executive office set forth in the last filed
9 statement of qualification or annual report. The notice shall specify
10 the annual report that has not been filed, the fee that has not been
11 paid, and the effective date of the revocation. The revocation is not
12 effective if the annual report is filed and the fee is paid before the
13 effective date of the revocation.

14 d. A revocation under subsection c. of this section only affects
15 a partnership's status as a limited liability partnership and is not an
16 event of dissolution of the partnership.

17 e. A partnership whose statement of qualification has been
18 revoked may apply to the Division of Commercial Recording in the
19 Department of the Treasury for reinstatement within two years after
20 the effective date of the revocation. The application shall state:

21 (1) the name of the partnership and the effective date of the
22 revocation; **[and]**

23 (2) that the ground for revocation either did not exist or has been
24 corrected ; and

25 (3) payment by the partnership of all fees due to the State
26 Treasurer including a reinstatement filing fee of \$75.00, current
27 annual report fee, and all delinquent annual report fees.

28 f. A reinstatement under subsection e. of this section relates
29 back to and takes effect as of the effective date of the revocation,
30 and the partnership's status as a limited liability partnership
31 continues as if the revocation had never occurred.

32 (cf: P.L.2000, c.161, s.49)

33

34 7. Section 65 of P.L.1983, c.489 (C.42:2A-68) is amended to
35 read as follows:

36 65. Filing fees of the State Treasurer. On filing any certificate or
37 other papers relative to limited partnerships in the Department of
38 the Treasury, there shall be paid to the State Treasurer, filing fees,
39 in addition to any applicable recording fees:

40 a. Filing an application to reserve

41 a specified limited partnership name and issuing a certificate
42 of reservation..... \$50.00

43 If application is for the first name available for limited
44 partnership use among not more than three specified names.....
45 \$50.00

46 b. Filing a notice of transfer of a reserved limited partnership
47 name..... \$50.00

48 c. Filing original certificate of limited partnership..... \$125.00

- 1 d. Filing a certificate of amendment to the certificate of limited
- 2 partnership, including any number of amendments..... \$75.00
- 3 e. Filing certificate of cancellation..... \$75.00
- 4 f. Filing order or judgment amending certificate of limited
- 5 partnership or cancellation..... \$75.00
- 6 g. Filing application by a foreign limited partnership to transact
- 7 business in this State and issuing a certificate of authority.....
- 8 \$125.00
- 9 h. Filing application by a foreign limited partnership for
- 10 amended certificate to transact business in this State and issuing an
- 11 amended certificate of authority..... \$75.00
- 12 i. Filing annual report **[\$50.00]** \$75.00
- 13 j. Filing a certificate or registration of an alternate name.....
- 14 \$50.00
- 15 k. Filing a renewal of registration of alternate name.....
- 16 \$50.00
- 17 l. Limited partnership status reports--per name..... \$5.00
- 18 m. Filing a change of agent or office, or both..... \$25.00
- 19 n. All other certificates issued or papers filed but not otherwise
- 20 provided for..... \$125.00
- 21 o. Issuing a standing certificate..... \$25.00
- 22 p. Issuing a certificate or providing name availability up to
- 23 three names..... \$25.00
- 24 q. Filing a certificate of correction..... \$50.00
- 25 (cf: P.L.2002, c.34, s.35)

26

27 8. Section 66 of P.L.1983, c.489 (C.42:2A-69) is amended to

28 read as follows:

29 66. Annual report to the State Treasurer by domestic limited

30 partnerships.

31 a. Every domestic limited partnership authorized in this State

32 shall file in the Department of the Treasury, within the time

33 prescribed by this section, an annual report, executed on behalf of

34 the limited partnership or executed by the registered agent setting

35 forth:

- 36 1. The name of the limited partnership;
- 37 2. The address, including the actual location as well as the
- 38 postal designation, if different, of the registered agent in this State;
- 39 and

40 3. The name of the registered agent.

41 b. The State Treasurer shall designate a date of filing annual

42 reports for each limited partnership required to submit a report

43 pursuant to this section.

44 c. If the report is not filed for two consecutive years, the

45 certificate of limited partnership shall, after written demand for the

46 reports by the State Treasurer by mail addressed to the limited

47 partnership at the last address appearing of record in the office of

48 the State Treasurer, remain filed but be transferred to an inactive

1 list. A limited partnership shall not have its certificate of limited
2 partnership transferred to the inactive list if it shall, within 60 days
3 after the written demand, file the reports required by law and pay to
4 the State Treasurer the fee provided by law for the filing of each
5 report.

6 d. (1) Any domestic limited partnership on the inactive list may
7 return to active status by:

8 (a) Paying to the State Treasurer the current annual report fee,
9 all delinquent annual report fees, and a reinstatement filing fee of
10 \$75 **[and a reinstatement filing assessment of \$200]; [and]**

11 (b) Submitting a certificate of amendment adopting a name
12 which complies with paragraph (4) of subsection a. of section 6 of
13 P.L.1983, c.489 (C.42:2A-6), if the name of the inactive limited
14 partnership does not comply with paragraph (4) of subsection a. of
15 section 6 ; and

16 (c) A tax clearance certificate if the reinstatement is filed two or
17 more years after a limited partnership has been placed on the
18 inactive list.

19 (2) The State Treasurer shall provide the forms necessary to
20 effect annual report reinstatements.

21 e. A limited partnership whose certificate has been transferred
22 to the inactive list shall remain a limited partnership formed under
23 this chapter or under R.S.42:2-1 et seq., but no name reservations,
24 transfers of reserved names, or certificates of amendment may be
25 filed until the limited partnership whose certificate has been placed
26 on the inactive list regains active status. A limited partner of a
27 limited partnership is not liable as a general partner of the limited
28 partnership solely by reason of the transfer of the certificate of
29 limited partnership to the inactive list.

30 f. The State Treasurer shall furnish annual report forms, shall
31 keep all the reports and shall prepare an index thereof. The reports
32 shall be open to public inspection at proper hours.

33 (cf: P.L.2002, c.34, s.36)

34

35 9. Section 67 of P.L.1983, c.483 (C.42:2A-70) is amended to
36 read as follows

37 67. Annual report to State Treasurer by foreign limited
38 partnership.

39 a. Every foreign limited partnership authorized to transact
40 business in this State shall file in the office of the State Treasurer,
41 within the time prescribed by this section, an annual report,
42 executed on behalf of the foreign limited partnership setting forth:

43 1. The name of the foreign limited partnership;

44 2. The address, including the actual location as well as postal
45 designation, if different, of the registered agent in this State; and

46 3. The name of the registered agent.

1 b. The State Treasurer shall designate a date for filing annual
2 reports for each foreign limited partnership required to submit a
3 report pursuant to this section.

4 c. If the report is not filed for two consecutive years, the
5 certificate of a foreign limited partnership to transact business in
6 this State shall, after written demand for the reports by the State
7 Treasurer by certified mail addressed to the foreign limited
8 partnership at the last address appearing of record in the office of
9 the State Treasurer, be revoked for the failure to file reports. A
10 foreign limited partnership shall not be subject to the revocation of
11 its certificate to transact business in this State if it shall, within 60
12 days after the written demand, file the reports required by law and
13 pay to the State Treasurer the fee provided by law for the filing of
14 each report.

15 d. Any foreign limited partnership may, within two years of the
16 revocation of its certificate to transact business in this State, cause a
17 reinstatement of the certificate upon:

18 (1) payment to the State Treasurer of the current annual report
19 fee, all delinquent annual report fees, and a reinstatement filing fee
20 of \$75 **【and a reinstatement filing assessment of \$200】**; and

21 (2) compliance with the requirements of subsection c. of section
22 6 of P.L.1983, c.489 (C.42:2A-6), if the name of the inactive
23 foreign limited partnership does not comply with the provisions of
24 paragraph (4) of subsection a. of section 6 of P.L.1983, c.489
25 (C.42:2A-6).

26 e. A limited partner of a foreign limited partnership is not
27 liable as a general partner of the foreign limited partnership solely
28 by reason of the revocation, pursuant to this section, of the
29 certificate of authority to transact business in this State.

30 f. The State Treasurer shall furnish annual report forms,
31 including the forms necessary to effect annual report
32 reinstatements, shall keep all the reports and shall prepare an index
33 thereof. The reports shall be open to public inspection at proper
34 hours.

35 (cf: P.L.2002, c.34, s.37)

36

37 10. Section 26 of P.L.2012, c.50 (C.42:2C-26) is amended to
38 read as follows:

39 26. Annual Report for Filing Office.

40 a. Each domestic and foreign limited liability company shall
41 file an annual report with the filing office, setting forth:

42 (1) the name and address of the limited liability company;

43 (2) the name and address of the registered agent of the limited
44 liability company; and

45 (3) the name and addresses of the managing members or
46 managers, as the case may be.

47 b. If no annual report is filed as required by this section for two
48 consecutive years:

1 (1) the certificate of a domestic limited liability company shall
2 be transferred to an inactive list maintained by the filing office. A
3 limited liability company on the inactive list shall remain a limited
4 liability company and the limited liability of its members and
5 managers shall not be affected by its transfer to this list. The name
6 of a limited liability company on the inactive list shall, subject to
7 any other rights that limited liability company may have to its
8 name, be available for use by any other limited liability company,
9 including a newly-formed limited liability company.

10 (2) the certificate of a foreign limited liability company may be
11 revoked by the filing office.

12 (3) if the certificate of a domestic limited liability company has
13 been transferred to the inactive list or if the certificate of a foreign
14 limited liability company has been revoked, the certificate shall be
15 reinstated by proclamation of the filing office upon payment of all
16 fees due to the filing office, consisting of a reinstatement filing fee,
17 current annual report fee **[,] and** all delinquent annual report fees **[,]**
18 and a late filing fee**]**. The reinstatement relates back to the date of
19 transfer of the certificate of a domestic limited liability company to
20 the inactive list or to the date of revocation of the certificate of a
21 foreign limited liability company, as the case may be, and shall
22 validate all actions taken in the interim. In the event that in the
23 interim the name of the limited liability company has become
24 unavailable, the filing office shall reinstate the certificate upon, in
25 the case of a domestic limited liability company, the filing of an
26 amendment to its certificate of formation to change the name to an
27 available name, and in the case of a foreign limited liability
28 company, the filing of an amended certificate of authority changing
29 the name to an available name. The filing office shall provide the
30 forms necessary to effect annual report reinstatements.

31 (cf: P.L.2012, c.50, s.26)

32
33 11. Section 54 of P.L.2012, c.50 (C.42:2C-54) is amended to
34 read as follows:

35 54. Reinstatement Following Administrative Dissolution.

36 a. A limited liability company that has been placed on the
37 inactive list may apply to the filing office for reinstatement. The
38 application shall be delivered to the filing office for filing and state:

39 (1) the name of the company and such other information as may
40 be required by the filing office to correctly identify the company;
41 and

42 (2) that the company's name satisfies the requirements of section
43 8 of this act.

44 b. If the filing office determines that an application under
45 subsection a. of this section contains the required information and
46 that the information is correct, the filing office shall reinstate the
47 company and provide notice of the reinstatement to the company.

1 c. When a reinstatement becomes effective, it relates back to
2 and takes effect as of the effective date of the filing office action
3 placing the company on the inactive list, and the limited liability
4 company may resume its activities as if the filing office action had
5 not occurred.

6 d. A reinstatement filed two or more years after a limited liability
7 company has been placed on the inactive list shall require a tax
8 clearance certificate.

9 (cf: P.L.2012, c.50, s.54).

10
11 12. Section 63 of P.L.2012, c.50 (C.42:2C-63) is amended to
12 read as follows:

13 63. Reinstatement of Certificate of Authority.

14 a. A foreign limited liability company that has been revoked
15 may apply to the filing office for reinstatement. The application
16 shall be delivered to the filing office for filing and state:

17 (1) the name of the company and such other information as may
18 be required by the filing office to correctly identify the company;
19 and

20 (2) that the company's name satisfies the requirements of section
21 8 of this act.

22 b. If the filing office determines that an application under
23 subsection a. of this section contains the required information and
24 that the information is correct, the filing office shall reinstate the
25 company and provide notice of the reinstatement to the company.

26 c. When a reinstatement becomes effective, it relates back to
27 and takes effect as of the effective date of the filing office
28 revocation action, and the foreign limited liability company may
29 resume its activities as if the filing office action had not occurred.

30 d. A reinstatement filed two or more years after a foreign limited
31 liability company that has been revoked shall require a tax
32 clearance certificate.

33 (cf: P.L.2012, c.50, s.63)

34
35 13. Section 93 of P.L.2012, c.50 (C.42:2C-93) is amended to
36 read as follows:

37 93. Fees.

38 a. No document required to be filed under this act shall be
39 effective until the applicable fee required by this section is paid.
40 The following fees shall be paid to and collected by the State
41 Treasurer for the use of the State:

42 (1) Upon the receipt for filing of a certificate of registration of
43 alternate name or a certificate of renewal pursuant to section 9 of
44 this act, a fee in the amount of \$50.

45 (2) Upon the receipt for filing of an application for reservation
46 of name, an application for renewal of reservation or a notice of
47 transfer or cancellation of reservation pursuant to section 10 of this
48 act, a fee in the amount of \$50.

- 1 (3) Upon the receipt for filing of a statement under section 15 of
2 this act, a fee in the amount of \$25, upon the receipt for filing of a
3 statement under section 16 of this act, a fee in the amount of \$25
4 and a further fee of \$10 for each limited liability company affected
5 by that statement.
- 6 (4) Upon the receipt for filing of a certificate of formation under
7 section 18 of this act, a fee in the amount of \$125; and upon receipt
8 for filing, a certificate of correction under section 23 of this act, a
9 certificate of amendment or restatement under section 19 of this act,
10 a certificate of dissolution under section 49 of this act, or articles of
11 merger under section 76 of this act, a fee in the amount of \$100.
- 12 (5) Upon the filing of articles of conversion under section 80 of
13 this act, a fee in the amount of \$100.
- 14 (6) Upon filing of an annual report, a fee in the amount of
15 ~~[\$50.00]~~ \$75.00.
- 16 (7) Upon requesting a reinstatement of a certificate of a limited
17 liability company ~~],~~ a late filing fee of \$200.00 and a reinstatement
18 filing fee of ~~\$75.00]~~.
- 19 (8) For certifying copies of any paper on file as provided for by
20 this act, a fee in the amount of \$25 for each copy certified.
- 21 (9) The State Treasurer may issue copies of instruments on file
22 as well as other copies, and for all of those copies, whether certified
23 or not, a fee in the amount of \$10 for the first page and \$2 per page
24 thereafter shall be paid.
- 25 (10) Upon the receipt for filing of an application for certificate
26 of authority as a foreign limited liability company under section 58
27 of this act or a certificate of cancellation under section 64 of this
28 act, a fee in the amount of \$125.
- 29 (11) For preclearance of any document for filing, a fee in the
30 amount of \$100.
- 31 (12) For preparing and providing a written report of a record
32 search, a fee in the amount of \$50.
- 33 (13) For issuing any certificate of the State Treasurer, including
34 but not limited to a certificate of good standing, other than a
35 certification of a copy under paragraph (8) of this subsection, a fee
36 in the amount of \$50, except that for issuing any certificate of the
37 State Treasurer that recites all of a limited liability company's
38 filings with the State Treasurer, a fee of \$100 shall be paid for each
39 such certificate.
- 40 (14) For receiving and filing or indexing any certificate,
41 affidavit, agreement or any other paper provided for by this act, for
42 which no different fee is specifically prescribed, a fee in the amount
43 of \$75.
- 44 (15) The State Treasurer may in his discretion charge a fee of
45 \$50 for each check received for payment of any fee that is returned
46 due to insufficient funds or the result of a stop payment order.

1 b. In addition to those fees charged under subsection a. of this
2 section, there shall be collected by and paid to the State Treasurer
3 the following:

4 (1) for all services described in subsection a. of this section that
5 are requested to be completed within the same day as the day of the
6 request, an additional sum of up to \$50; and

7 (2) for all services described in subsection a. of this section that
8 are requested to be completed within a 24-hour period from the time
9 of the request, an additional sum of up to \$25.

10 The State Treasurer shall establish, and may from time to time
11 amend, a schedule of specific fees payable pursuant to this
12 subsection.

13 c. The State Treasurer may in his discretion permit the
14 extension of credit for the fees required by this section upon such
15 terms as he shall deem to be appropriate.

16 (cf: P.L.2012, c.50, s.93)

17

18 14. There is appropriated from the General Fund to the
19 Department of the Treasury an amount not to exceed \$50,000 to
20 carry out the streamlined business dissolution and reinstatement
21 program established pursuant to section 1 of P.L. , c. (C.)
22 (pending before the Legislature as this bill)

23

24 15. This act shall take effect immediately.

25

26

27

STATEMENT

28

29 This bill implements a business assistance initiative proposed as
30 part of the Governor's Fiscal Year 2020 Budget recommendations.
31 The sponsor believes this bill will improve New Jersey's business
32 climate by simplifying its business reinstatement and dissolution
33 processes and laying the foundation for a more effective and
34 responsive system in the future.

35 Under current law, businesses, including corporations and
36 limited liability companies, may have their charters revoked or
37 placed on an inactive list for failing to make required filings (e.g.
38 annual reports or tax returns) with the Department of the Treasury.
39 Businesses that fall into lapsed status and that wish to reinstate or
40 dissolve their charts in an orderly fashion are required to follow
41 multiple overlapping steps. Corporations are required to obtain a
42 tax clearance certificate and pay any outstanding taxes, fees, and
43 penalties.

44 This bill is intended to improve the State's business registry
45 program by establishing a temporary scheme to help approximately
46 370,000 business entities that are presently in an inactive or
47 revoked status to achieve reinstatement, or execute a streamlined
48 termination to end their operations, without risk of exposure to

1 additional tax compliance issues by filing a single application and
2 supporting documentation with the Division of Revenue and
3 Enterprise Services in the Department of the Treasury. Under the
4 temporary program, business would be required to pay an
5 administrative fee of \$500 and attest that they have satisfied any
6 known tax obligations.

7 The bill also makes structural improvements to the business
8 registration program by eliminating the reinstatement fee for late
9 filing and establishing a grace period for waiver of the tax clearance
10 requirement for recently revoked entities.

11 Finally, the bill adjusts and realigns the current annual report fee
12 structure. The annual report fee for for-profit entities increases by
13 \$25 (from \$50 to \$75) and the annual report fee for non-profit
14 entities increases by \$5 (from \$25 to \$30). These fee amounts have
15 not been increased since 2002.